

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3957

513-381-2838

CABLE TAFTHOL TWX 810-461-2623

FAX 513-381-0205

WASHINGTON, D C OFFICE
SUITE 500 — 625 INDIANA AVENUE N W
WASHINGTON, D C 20004-2901
202-628-2838
FAX 202-347-3419

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215-3022
614-221-2838
FAX 614-221-2007

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON KENTUCKY 41011-2783
606-331-2838
513-381-2838
FAX 513-381-6613

July 19 1991 17453
JUL 23 1991 3 05 PM
INTERSTATE COMMERCE COMMISSION

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

1-204A048
\$15.00

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated May 3, 1991.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: First National Bank of Peoria
416 Main Street
Peoria, IL 61602

and

First Illinois Bank of Evanston, N.A.
f/k/a First National Bank and Trust Company
of Evanston
800 Davis Street
Evanston, IL 60204-0712

The equipment covered by the enclosed document is sixty-one (61) 100 ton 52' 6" fixed end gondola railcars manufactured by Pullman Standard and currently bearing the reporting marks set forth in Appendix A hereto.

Mr. Sydney L. Strickland
July 19, 1991
Page 2

A fee of \$15.00 is enclosed. Please return the original
executed copy of the enclosed document to:

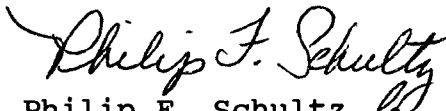
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

A short summary of the document to appear in the index
follows:

Bill of Sale from First National Bank of Peoria, 416
Main Street, Peoria, IL 61602 and First National Bank
of Evanston, N.A., formerly First National Bank and
Trust Company of Evanston, 800 Davis Street, Evanston,
IL 60204-0712, to The David J. Joseph Company, 300
Pike Street, Cincinnati, Ohio 45202 dated May 3, 1991
and cover sixty one (61) 100 ton 52' 6" fixed end
gondola railcars.

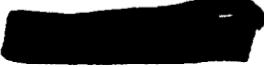
Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/lsc
Enclosure



APPENDIX A

Sixty-one (61) 100 ton 52' 6" fixed end gondola railcars manufactured by Pullman Standard and currently bearing reporting marks:

ITC 3800-3861,
excluding ITC 3837


RECORDED NO. 7453

CERTIFICATE

JUL 23 1991 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Mark J. Ruehlmann, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

MARK J. RUEHLMANN, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
Date Section 14703 D.R.C.

JUL 23 1991 -3 ⁰⁵ PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, FIRST NATIONAL BANK OF PEORIA and FIRST ILLINOIS BANK OF EVANSTON, N.A., formerly FIRST NATIONAL BANK AND TRUST COMPANY OF EVANSTON, ("Sellers") do hereby sell, assign, and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Sellers' right, title, and interest in and to the units of railroad rolling stock described in APPENDIX A hereto (the "Equipment").

This bill of sale is given pursuant to that certain Purchase and Sale Agreement dated MAY 3, 1991 by and between Buyer and Sellers and neither expands upon nor limits the right and obligations of the parties under the Purchase and Sale Agreement.

The Sellers hereby warrant to Buyer, and Buyer's successors and assigns, as follows.

1. That the Sellers are the lawful owners of the Equipment and have good, valid, and merchantable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever;
2. That the Sellers have full power and authority to sell and convey the Equipment; and
3. That the Sellers have not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Sellers further agree to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE SELLERS, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE SELLERS SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 3rd day of MAY, 1991.

WITNESS:

Barbara L. Gillespie
Judith A. Matheis

FIRST NATIONAL BANK OF PEORIA

BY: Michael W. Tuttle
TITLE: Vice President & Controller

WITNESS:

Jane M. Spiker
Joseph Levine

**FIRST ILLINOIS BANK OF EVANSTON, N.A., FORMERLY
FIRST NATIONAL BANK AND TRUST COMPANY OF EVANSTON**

BY: Charles W. Tranel
TITLE: VICE PRESIDENT and TRUST OFFICER

BILL OF SALE

APPENDIX A

Sixty-one (61) 100 ton 52' 6" fixed end gondola railcars manufactured by Pullman Standard and currently bearing reporting marks:

ITC 3800-3861,
excluding ITC 3837

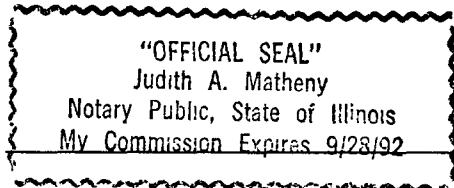
STATE OF IL)
COUNTY OF PEORIA) SS:

On this 1st day of May, 1991, before me, the subscriber, JUDITH A. MATHENY, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named MICHAEL W. TUTTLE to me personally known, who stated and acknowledged that he is the V.P. & CONTROLLER of First National Bank of Peoria, a
(title)
national association organized under the laws of the United States of America, and duly authorized by authority of the Board of Directors or by-laws of said national association in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of May, 1991.

Judith A. Matheny
(Notary Signature)

My commission expires:

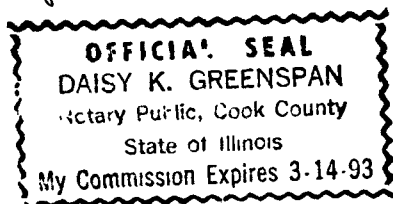


STATE OF Illinois)
COUNTY OF Cook) SS:

On this 30th day of April, 1991, before me, the subscriber,
DAISY K. GREENSPAN, a Notary Public, duly commissioned, qualified and
acting, within and for said County and State, appeared in person the within named
CHARLES W. TRAMEL to me personally known, who stated and acknowledged that he
is the VICE PRESIDENT and TRUST OFFICER of First Illinois Bank of Evanston, N.A., formerly
(title)

First National Bank and Trust Company of Evanston, a national association organized
under the laws of the United States of America, and duly authorized by authority of
the Board of Directors or by-laws of said national association in his capacity as
such officer to execute and acknowledge the foregoing instrument for and in the
name and on behalf of said corporation and further stated and acknowledged that he
has so signed, executed and delivered the foregoing instrument as the free and
voluntary act and deed of said corporation, for the consideration, uses and
purposes therein mentioned and set forth and desired that the same might be
recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30 day
of April 30, 1991.



Daisy K. Greenspan
(Notary Signature)

My commission expires:

March 14, 1993